AMENDMENTS TO THE CLAIMS:

This listing of claims will replace all prior versions and listings of claims in the application:

1-6. (Cancelled)

7. (Currently Amended) At least one chemical entity chosen from ~~of claim 21 wherein the at least one chemical entity is~~ N3-(2-methoxybenzyl)-5-(4-phenoxyphenyl)-pyrazine-2,3-diamine and pharmaceutically acceptable salts thereof.

8-13. (Cancelled)

14. (Currently Amended) At least one chemical entity of claim [[21]] 7 wherein in an in vitro assay of kinase modulation, the at least one chemical entity exhibits an IC_{50} value less than or equal to 25 micromolar.

15. (Currently Amended) A pharmaceutical composition comprising at least one chemical entity of claim [[21]] 7 and at least one vehicle chosen from pharmaceutically acceptable carriers and excipients.

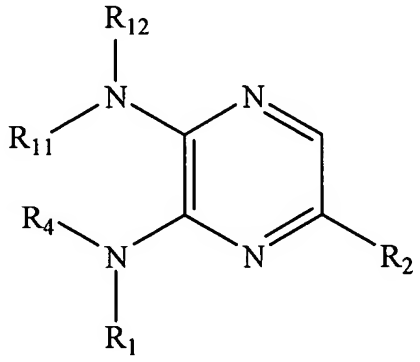
16-25. (Cancelled)

26. (Currently Amended) At least one chemical entity of claim [[25]] 33 wherein in an in vitro assay of kinase modulation, the at least one chemical entity exhibits an IC_{50} value less than or equal to 25 micromolar.

27. (Currently Amended) A pharmaceutical composition comprising at least one chemical entity of claim [[25]] 33 and at least one vehicle chosen from pharmaceutically acceptable carriers and excipients.

28-32. (Cancelled)

33. (New) At least one chemical entity chosen from compounds of the formula:



and pharmaceutically acceptable salts thereof, wherein

R_1 is chosen from

benzyl, and

substituted benzyl chosen from mono-, di-, and tri-substituted benzyl

wherein the substituents are independently chosen from

hydroxy,

nitro,

cyano,

amino,

halo,

$(C_1\text{-}C_6)$alkyl,

(C_1-C_6)perhaloalkyl,

(C_1-C_6)alkoxy,

(C_1-C_6)alkyloxy-(C_1-C_6)alkoxy,

mono-((C_1-C_6)alkyl)amino,

di((C_1-C_6)alkyl)amino,

mono-((C_1-C_6)alkyl)amino(C_1-C_6)alkyl,

di((C_1-C_6)alkyl)amino(C_1-C_6)alkyl,

amino(C_1-C_6)alkyl,

benzamido,

substituted benzamido chosen from mono-, di-, and tri-substituted benzamido and wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, (C_1-C_6)alkyl, and (C_1-C_6)alkoxy,

benzenesulfonamido,

substituted benzenesulfonamido chosen from mono-, di-, and tri-substituted benzenesulfonamido wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, (C_1-C_6)alkyl, (C_1-C_6)perhaloalkyl, and (C_1-C_6)alkoxy,

heteroaryl,

substituted heteroaryl chosen from mono-, di-, and trisubstituted heteroaryl wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, (C_1-C_6)alkyl, (C_1-C_6)perhaloalkyl, (C_1-C_6)alkoxy, (C_1-C_6)alkyloxy-(C_1-C_6)alkoxy, mono-((C_1-C_6)alkyl)amino, di((C_1-C_6)alkyl)amino, mono-((C_1-C_6)alkyl)amino(C_1-C_6)alkyl, and di((C_1-C_6)alkyl)amino(C_1-C_6)alkyl,

benzylamino(C_1-C_6)alkyl,

dibenzylamino(C_1-C_6)alkyl,

substituted benzylamino(C_1-C_6)alkyl chosen from mono-, di-, and trisubstituted benzylamino(C_1-C_6)alkyl wherein the substituents on the benzyl are independently chosen from hydroxy, nitro, cyano, amino, and halo,

substituted dibenzylamino(C_1-C_6)alkyl chosen from mono-, di-, and trisubstituted dibenzylamino(C_1-C_6)alkyl wherein the substituents on the benzyl are independently chosen from hydroxy, nitro, cyano, amino, and halo,

amino(C_1-C_6)alkyl, and

heteroaryl linked to the benzyl by a group chosen from ether, sulfide, (C_1-C_3)carbonyl, and secondary amino;

R_2 is chosen from phenyloxyphenyl, and

substituted phenyloxyphenyl chosen from mono-, di-, and tri-substituted phenyloxyphenyl wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, sulfonamido, (C_1-C_6)alkyl, (C_1-C_6)perhaloalkyl, (C_1-C_6)alkoxy, (C_1-C_6)alkyloxy-(C_1-C_6)alkoxy, mono-((C_1-C_6)alkyl)amino, di((C_1-C_6)alkyl)amino, and amino(C_1-C_6)alkyl;

R_4 is chosen from

hydrogen,

straight chain (C_1-C_6)alkyl,

branched chain (C_3-C_6)alkyl,

phenyl,

substituted phenyl chosen from mono-, di-, and tri-substituted phenyl wherein the substituents are chosen from hydroxy, nitro, cyano, amino, halo, (C_1-C_6)alkyl, (C_1-C_6)perhaloalkyl, (C_1-C_6)alkoxy, (C_1-C_6)alkyloxy-(C_1-C_6)alkoxy, mono-((C_1-

C_6)alkyl)amino, di((C_1-C_6)alkyl)amino, and amino(C_1-C_6)alkyl,

heteroaryl, and

substituted heteroaryl chosen from mono-, di-, and tri-substituted heteroaryl wherein the substituents are chosen from hydroxy, nitro, cyano, amino, halo, (C_1-C_6)alkyl, (C_1-C_6)alkoxy, (C_1-C_6)alkyloxy-(C_1-C_6)alkoxy, mono-((C_1-C_6)alkyl)amino, di((C_1-C_6)alkyl)amino, and amino(C_1-C_6)alkyl; and

R_{11} and R_{12} are independently chosen from

hydrogen,

straight chain (C_1-C_7)alkyl,

branched chain (C_3-C_7)alkyl, in which the branched alkyl chains are allowed to also form a 3-7 membered ring chosen from heterocycloalkyl and cycloalkyl rings,

(cyclo(C_3-C_6)alkyl)methyl,

(C_1-C_6)perhaloalkyl,

sulfonamido,

mono-((C_1-C_6)alkyl)amino,

di((C_1-C_6)alkyl)amino,

mono-((C_1-C_6)alkyl)amino(C_1-C_6 alkyl),

di((C_1-C_6)alkyl)amino(C_1-C_6 alkyl),

phenyl,

substituted phenyl chosen from mono-, di-, and tri-substituted phenyl wherein the substituents are chosen from hydroxy, nitro, cyano, amino, halo, (C_1-C_6)alkyl, (C_1-C_6)perhaloalkyl, (C_1-C_6)alkoxy, (C_1-C_6)alkyloxy-(C_1-C_6)alkoxy, mono-((C_1-

C_6)alkyl)amino, di((C_1-C_6)alkyl)amino, mono-((C_1-C_6)alkyl)amino(C_1-C_6)alkyl, di((C_1-C_6)alkyl)amino(C_1-C_6)alkyl, and amino((C_1-C_6)alkyl),

benzyl,

substituted benzyl chosen from mono-, di-, and tri-substituted benzyl wherein the substituents are chosen from hydroxy, nitro, cyano, amino, halo, (C_1-C_6)alkyl, (C_1-C_6)perhaloalkyl, (C_1-C_6)alkoxy, (C_1-C_6)alkyloxy-(C_1-C_6)alkoxy, mono-((C_1-C_6)alkyl)amino, di((C_1-C_6)alkyl)amino, mono-((C_1-C_6)alkyl)amino(C_1-C_6)alkyl, di((C_1-C_6)alkyl)amino(C_1-C_6)alkyl, and amino((C_1-C_6)alkyl),

heteroaryl,

substituted heteroaryl chosen from mono-, di-, and tri-substituted heteroaryl wherein the substituents are chosen from hydroxy, nitro, cyano, amino, halo, (C_1-C_6)alkyl, (C_1-C_6)perhaloalkyl, (C_1-C_6)alkoxy, (C_1-C_6)alkyloxy-(C_1-C_6)alkoxy, mono-((C_1-C_6)alkyl)amino, di((C_1-C_6)alkyl)amino, mono-((C_1-C_6)alkyl)amino(C_1-C_6)alkyl, di((C_1-C_6)alkyl)amino(C_1-C_6)alkyl, and amino((C_1-C_6)alkyl),

heteroaryloxyphenyl,

substituted heteroaryloxyphenyl chosen from mono-, di-, and tri-substituted heteroaryloxyphenyl wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, sulfonamido, (C_1-C_6)alkyl, (C_1-C_6)perhaloalkyl, (C_1-C_6)alkoxy, (C_1-C_6)alkyloxy-(C_1-C_6)alkoxy, mono-((C_1-C_6)alkyl)amino, di((C_1-C_6)alkyl)amino, and amino(C_1-C_6 alkyl),

phenoxyphenyl,

substituted phenoxyphenyl chosen from mono-, di-, and tri-substituted phenoxyphenyl wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, sulfonamido, (C_1-C_6)alkyl, (C_1-C_6)perhaloalkyl, (C_1-C_6)alkoxy, (C_1-C_6)alkyloxy-(C_1-C_6)alkoxy, mono-((C_1-C_6)alkyl)amino, di((C_1-C_6)alkyl)amino, and amino(C_1-C_6 alkyl),

phenyl-piperazinyl,

substituted phenyl-piperazinyl chosen from mono-, di-, and tri-substituted phenyl-piperazinyl wherein the substituents on the phenyl ring are independently chosen from hydroxy, nitro, cyano, amino, halo, sulfonamido, (C_1-C_6)alkyl, (C_1-C_6)perhaloalkyl, (C_1-C_6)alkoxy, (C_1-C_6)alkyloxy(C_1-C_6)alkoxy, mono-((C_1-C_6)alkyl)amino, di((C_1-C_6)alkyl)amino, mono-(C_1-C_6 alkyl)amino(C_1-C_6 alkyl), and di(C_1-C_6 alkyl)amino(C_1-C_6 alkyl),

heteroaryl-piperazinyl, and

substituted heteroaryl-piperazinyl chosen from mono-, di-, and tri-substituted heteroaryl-piperazinyl wherein the substituents on the heteroaryl ring are independently chosen from hydroxy, nitro, cyano, amino, halo, sulfonamido, (C_1-C_6)alkyl, (C_1-C_6)perhaloalkyl, (C_1-C_6)alkoxy, (C_1-C_6)alkyloxy(C_1-C_6)alkoxy, mono-((C_1-C_6)alkyl)amino, di((C_1-C_6)alkyl)amino, mono-(C_1-C_6 alkyl)amino(C_1-C_6 alkyl), and di(C_1-C_6 alkyl)amino(C_1-C_6 alkyl).

34. (New) At least one chemical entity of claim 33, wherein R_{11} and R_{12} are independently chosen from

hydrogen,

straight chain (C_1-C_7)alkyl,

branched chain (C_3-C_7)alkyl, in which the branched alkyl chains are allowed to also form a 3-7 member ring chosen from heterocycloalkyl and cycloalkyl rings;

phenyl,

benzyl,

heteroaryl,

substituted phenyl chosen from mono-, di-, and tri-substituted phenyl wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, (C_1-C_6)alkyl, (C_1-C_6)perfluoroalkyl, and (C_1-C_6)alkoxy,

substituted benzyl chosen from mono-, di-, and tri-substituted benzyl wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, (C_1-C_6)alkyl, (C_1-C_6)perfluoroalkyl, and (C_1-C_6)alkoxy,

substituted heteroaryl chosen from mono-, di-, and tri-substituted heteroaryl wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, (C_1-C_6)alkyl, (C_1-C_6)perfluoroalkyl, and (C_1-C_6)alkoxy,

heteroaryloxyphenyl,

phenyloxyphenyl,

substituted heteroaryloxyphenyl chosen from mono-, di-, and tri-substituted heteroaryloxyphenyl wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, sulfonamido, (C_1-C_6)alkyl, (C_1-C_6)perhaloalkyl, and (C_1-C_6)alkoxy, and

substituted phenyloxyphenyl chosen from mono-, di-, and tri-substituted phenyloxyphenyl wherein the substituents are independently chosen from hydroxy, nitro, cyano, amino, halo, sulfonamido, (C_1-C_6)alkyl, (C_1-C_6)perhaloalkyl, and (C_1-C_6)alkoxy.

35. (New) At least one chemical entity of claim 33, wherein R_4 is hydrogen.